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10 *Attorneys for Reorganized Debtors*

11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**

14 In re

15 PG&E CORPORATION,

16 -and-

17 PACIFIC GAS AND ELECTRIC  
COMPANY,  
Debtors.

- 18 ☐ Affects PG&E Corporation  
19 ☐ Affects Pacific Gas and Electric Company  
20 ☒ Affects both Debtors

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF SETH GOLDMAN IN  
SUPPORT OF THE FINAL FEE  
APPLICATION OF MUNGER, TOLLES &  
OLSON LLP FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF  
EXPENSES AS ATTORNEYS TO THE  
DEBTORS AND DEBTORS IN  
POSSESSION FOR CERTAIN MATTERS  
FROM JANUARY 29, 2019 THROUGH  
JULY 1, 2020**

**Hearing to be set**

1 Pursuant to 28 U.S.C. § 1746, I, Seth Goldman, hereby declare as follows:

2 I am a partner at Munger, Tolles & Olson LLP (“**MTO**” or the “**Firm**”), located at 350 S.  
3 Grand Ave., 50<sup>th</sup> Floor, Los Angeles, California 90071, and have been duly admitted to practice  
4 law in the State of California and the United States District Courts in California. There are no  
5 disciplinary proceedings pending against me.

6 I have read the Final Fee Application of Munger, Tolles & Olson LLP, for Compensation  
7 for Services and Reimbursement of Expenses as Attorneys to the Debtors and Debtors in  
8 Possession for Certain Matters from January 29, 2019 through July 1, 2020 (the “**Fee**  
9 **Application**”). Capitalized terms used herein shall have the meaning ascribed to those terms in  
10 the Fee Application unless otherwise defined herein.

11 To the best of my knowledge, information and belief, the statements contained in the Fee  
12 Application are true and correct. In connection therewith, I hereby certify that:

13 a) to the best of my knowledge, information, and belief, formed after reasonable  
14 inquiry, the fees and disbursements sought in the Fee Application are permissible under the  
15 relevant rules, court orders, the Fee Guidelines, and the relevant Bankruptcy Code provisions;

16 b) except to the extent disclosed in the Fee Application, the fees and disbursements  
17 sought in the Fee Application are billed at rates customarily employed by MTO and generally  
18 accepted by MTO’s clients. In addition, none of the professionals seeking compensation varied  
19 their hourly rate based on the geographic location of the Debtors’ cases;

20 c) in providing a reimbursable expense, MTO does not make a profit on that expense,  
21 whether the service is performed by MTO in-house or through a third party;

22 d) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and  
23 section 504 of the Bankruptcy Code, no agreement or understanding exists between MTO and any  
24 other person for the sharing of compensation to be received in connection with the above cases  
25 except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules;

26 e) all services for which compensation is sought were professional services on behalf  
27 of the Debtors and not on behalf of any other person; and  
28

1 f) MTO is seeking compensation with respect to the approximately 6.8 hours and  
2 \$4,197.00 in fees for the period June 1, 2020 through July 1, 2020 and approximately 287.2 hours  
3 and \$198,840.00 in fees for the Fee Period spent reviewing or revising time records and preparing,  
4 reviewing, and revising invoices for privileged or confidential information.

5 The Debtors have actively worked with MTO to prepare budgets and forecasts of the work  
6 performed by MTO, have authorized the matter categories used by MTO, and have monitored and  
7 reviewed the compensation and reimbursement sought by MTO.

8 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
9 and correct.

10  
11 DATED: August 31, 2020

By: /s/ Seth Goldman

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